

Marathon Petroleum Corp
Form 8-K
September 05, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): September 2, 2014

Marathon Petroleum Corporation
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction

of incorporation)

001-35054
(Commission

File Number)

27-1284632
(IRS Employer

Identification No.)

539 South Main Street

Findlay, Ohio
(Address of principal executive offices)

45840-3229
(Zip Code)

Registrant's telephone number, including area code: (419) 422-2121

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

Marathon Petroleum Corporation (the *Company*) is filing herewith the following exhibits to its Registration Statement on Form S-3 (Registration No. 333-197128):

1. Underwriting Agreement, dated as of September 2, 2014, by and among the Company and Mitsubishi UFJ Securities (USA), Inc., RBS Securities Inc., Citigroup Global Markets Inc. and Morgan Stanley & Co. LLC, acting as representatives of the several underwriters named therein;
2. Form of First Supplemental Indenture by and between the Company and The Bank of New York Mellon Trust Company, N.A., as Trustee (including Form of Notes);
3. Opinion of Jones Day; and
4. Computation of Ratio of Earnings to Fixed Charges.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
1.1	Underwriting Agreement, dated as of September 2, 2014, by and among the Company and Mitsubishi UFJ Securities (USA), Inc., RBS Securities Inc., Citigroup Global Markets Inc. and Morgan Stanley & Co. LLC, acting as representatives of the several underwriters named therein
4.1	Form of First Supplemental Indenture by and between the Company and The Bank of New York Mellon Trust Company, N.A., as Trustee (including Form of Notes)
5.1	Opinion of Jones Day
12.1	Computation of Ratio of Earnings to Fixed Charges
23.1	Consent of Jones Day (included in Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 5, 2014

**MARATHON PETROLEUM
CORPORATION**

By: /s/ J. Michael Wilder

Name: J. Michael Wilder

Title: Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Exhibit Description
1.1	Underwriting Agreement, dated as of September 2, 2014, by and among the Company and Mitsubishi UFJ Securities (USA), Inc., RBS Securities Inc., Citigroup Global Markets Inc. and Morgan Stanley & Co. LLC, acting as representatives of the several underwriters named therein
4.1	Form of First Supplemental Indenture by and between the Company and The Bank of New York Mellon Trust Company, N.A., as Trustee (including Form of Notes)
5.1	Opinion of Jones Day
12.1	Computation of Ratio of Earnings to Fixed Charges
23.1	Consent of Jones Day (included in Exhibit 5.1)